

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>CHEWENS MICHAEL J</u>  (Last) (First) (Middle) <u>52 SOUTH BROAD STREET</u>  (Street) <u>NORWICH NY 13815</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NBT BANCORP INC [ NBTB ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2009</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Senior EVP &amp; CFO</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
NBT Bancorp Inc. Common Stock	02/06/2009		S		1,717	D	\$23.99	16,400	D	
NBT Bancorp Inc. Common Stock								12,599.797	I	401k
NBT Bancorp Inc. Common Stock								2,958.005	I	NBT Bancorp ESOP

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$20.3617						01/15/2009 <sup>(1)</sup>	01/15/2018	NBT Bancorp Inc. Common Stock	18,000		18,000	D	
Non-Qualified Stock Option (right to buy)	\$22.1715						01/01/2005 <sup>(1)</sup>	01/01/2014	NBT Bancorp Inc. Common Stock	715		715	D	
Non-Qualified Stock Option (right to buy)	\$22.352						01/01/2007 <sup>(1)</sup>	01/01/2016	NBT Bancorp Inc. Common Stock	22,000		22,000	D	
Non-Qualified Stock Option (right to buy)	\$23.2708						01/20/2006 <sup>(1)</sup>	01/20/2015	NBT Bancorp Inc. Common Stock	17,507		17,507	D	
Non-Qualified Stock Option (right to buy)	\$25.38						01/15/2010 <sup>(2)</sup>	01/15/2019	NBT Bancorp Inc. Common Stock	18,000		18,000	D	
Non-Qualified Stock Option (right to buy)	\$25.762						01/01/2008 <sup>(1)</sup>	01/01/2017	NBT Bancorp Inc. Common Stock	20,000		20,000	D	

**Explanation of Responses:**

- 1. Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- 2. Pursuant to NBT Bancorp Inc. 2009 Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.

Michael J Chewens

02/06/2009

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**